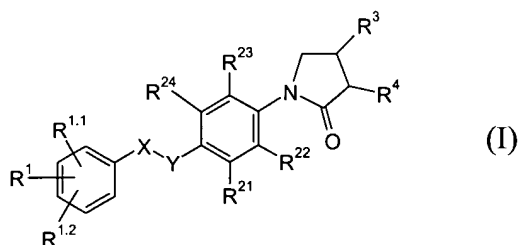


CLAIM AMENDMENTS

1. (Original) A compound of the formula I



wherein

X-Y is $-\text{CH}_2-\text{CH}_2-$, $-\text{CH}=\text{CH}-$ or $-\text{CH}_2-\text{O}-$;

R^1 , $\text{R}^{1.1}$ and $\text{R}^{1.2}$ independently from each other are selected from the group consisting of hydrogen, halogen, cyano, (C_1-C_6) -alkyl, halogen- (C_1-C_6) -alkyl, (C_1-C_6) -alkoxy or halogen- (C_1-C_6) -alkoxy;

R^{21} , R^{22} and R^{23} independently from each other are selected from the group consisting of hydrogen and halogen;

R^{24} is hydrogen, halogen or methyl;

R^3 is hydrogen;

R^4 is $-\text{CONHR}^5$, $-\text{CN}$ or $-\text{NHR}^6$;

R^5 is hydrogen or (C_1-C_3) -alkyl; and

R^6 is $-\text{CO}-\text{H}$, $-\text{CO}-(\text{C}_1-\text{C}_6)$ -alkyl, $-\text{CO}$ -halogen- (C_1-C_3) -alkyl, $-\text{CO}-\text{O}-(\text{C}_1-\text{C}_3)$ -alkyl, $-\text{CO}-\text{NH}_2$ or $-\text{SO}_2-(\text{C}_1-\text{C}_6)$ -alkyl;

or an individual isomer or racemic or non-racemic mixture thereof.

2. (Original) A compound according to claim 1 wherein $-\text{X}-\text{Y}-$ is $-\text{CH}_2-\text{O}-$.

3. (Original) A compound according to claim 2 wherein R^1 , $R^{1.1}$, and $R^{1.2}$ independently are hydrogen, halogen, methyl, halogenmethyl, cyano, methoxy or halogenmethoxy.
4. (Original) A compound according to claim 3 wherein R^{21} , R^{22} , R^{23} , and R^{24} are hydrogen.
5. (Original) A compound according to claim 4 wherein R^4 is CN.
6. (Original) A compound according to claim 4 wherein R^4 is CONHR^5 and R^5 is hydrogen or (C_1-C_3) -alkyl.
7. (Original) A compound according to claim 4 wherein R^4 is NHR^6 and R^6 is –CO-H, –CO- (C_1-C_6) -alkyl, –CO-halogen- (C_1-C_3) -alkyl, –CO-O- (C_1-C_3) -alkyl, –CO-NH₂ or –SO₂- (C_1-C_6) -alkyl.
8. (Original) A compound according to claim 2 wherein $R^{1.2}$ is hydrogen and R^1 and $R^{1.1}$ independently are each hydrogen, halogen, cyano, (C_1-C_6) -alkyl, halogen- (C_1-C_6) -alkyl, (C_1-C_6) -alkoxy or halogen- (C_1-C_6) -alkoxy.
9. (Original) A compound according to claim 8 wherein R^{21} , R^{22} , R^{23} , and R^{24} are hydrogen.
10. (Original) A compound according to claim 9 wherein R^4 is CN.

11. (Original) A compound according to claim 9 wherein R^4 is $CONHR^5$ and R^5 is hydrogen or (C_1-C_3) -alkyl.

12. (Original) A compound according to claim 9 wherein R^4 is NHR^6 and R^6 is $-CO-H$, $-CO-(C_1-C_6)$ -alkyl, $-CO$ -halogen- (C_1-C_3) -alkyl, $-CO-O-(C_1-C_3)$ -alkyl, $-CO-NH_2$ or $-SO_2-(C_1-C_6)$ -alkyl.

13. (Original) A compound according to claim 2 wherein $R^{1.1}$ and $R^{1.2}$ are hydrogen and R^1 is halogen, cyano, (C_1-C_6) -alkyl, halogen- (C_1-C_6) -alkyl, (C_1-C_6) -alkoxy or halogen- (C_1-C_6) -alkoxy.

14. (Original) A compound according to claim 13 wherein R^{21} , R^{22} , R^{23} , and R^{24} are hydrogen.

15. (Original) A compound according to claim 14 wherein R^4 is CN .

16. (Original) A compound according to claim 14 wherein R^4 is $CONHR^5$ and R^5 is hydrogen or (C_1-C_3) -alkyl.

17. (Original) A compound according to claim 14 wherein R^4 is NHR^6 and R^6 is $-CO-H$, $-CO-(C_1-C_6)$ -alkyl, $-CO$ -halogen- (C_1-C_3) -alkyl, $-CO-O-(C_1-C_3)$ -alkyl, $-CO-NH_2$ or $-SO_2-(C_1-C_6)$ -alkyl.

18. (Original) A compound according to claim 17 wherein R^1 is halogen and R^6 is $-CO-(C_1-C_6)$ -alkyl.

19. (Original) A compound according to claim 18 wherein R^6 is COCH_3 .
20. (Original) A compound according to claim 2 wherein R^1 , $R^{1.1}$, $R^{1.2}$, R^{21} , R^{22} , R^{23} , and R^{24} are hydrogen.
21. (Original) A compound according to claim 20 wherein R^4 is CN .
22. (Original) A compound according to claim 20 wherein R^4 is CONHR^5 and R^5 is hydrogen or $(\text{C}_1\text{-C}_3)\text{-alkyl}$.
23. (Original) A compound according to claim 20 wherein R^4 is NHR^6 and R^6 is $-\text{CO-H}$, $-\text{CO}(\text{C}_1\text{-C}_6)\text{-alkyl}$, $-\text{CO-halogen}(\text{C}_1\text{-C}_3)\text{-alkyl}$, $-\text{CO-O}(\text{C}_1\text{-C}_3)\text{-alkyl}$, $-\text{CO-NH}_2$ or $-\text{SO}_2(\text{C}_1\text{-C}_6)\text{-alkyl}$.
24. (Original) A compound according to claim 1 wherein R^{21} , R^{22} , and R^{23} are hydrogen.
25. (Original) A compound according to claim 1 wherein R^{24} is hydrogen.
26. (Original) A compound according to claim 1 wherein R^4 is $-\text{CONHR}^5$, wherein R^5 is hydrogen or $(\text{C}_1\text{-C}_3)\text{-alkyl}$.
27. (Original) A compound according to claim 26 wherein R^5 is hydrogen or methyl.

28. (Original) A compound according to claim 1 wherein R^4 is $-\text{CN}$.
29. (Original) A compound according to claim 1 wherein R^4 is $-\text{NHR}^6$, wherein R^6 is $-\text{CO}-\text{H}$, $-\text{CO}-(\text{C}_1-\text{C}_6)\text{-alkyl}$, $-\text{CO-halogen}-(\text{C}_1-\text{C}_3)\text{-alkyl}$, $-\text{CO-O}-(\text{C}_1-\text{C}_3)\text{-alkyl}$, $-\text{CO-NH}_2$ or $-\text{SO}_2-(\text{C}_1-\text{C}_6)\text{-alkyl}$.
30. (Original) A compound according to claim 29 wherein R^6 is $-\text{CO}-\text{H}$, $-\text{CO-CH}_3$, $-\text{CO-O-CH}_3$, $-\text{CO-NH}_2$ or $-\text{SO}_2-\text{CH}_3$.
31. (Original) A compound according to claim 1 wherein the compound has (S)-configuration
32. (Original) A compound according to claim 1 wherein the compound has (R)-configuration.
33. (Original) A compound according to claim 1 wherein R^1 , $R^{1.1}$ and $R^{1.2}$ independently from each other are selected from the group consisting of hydrogen, halogen, methyl, halogenmethyl, cyano, methoxy or halogen-methoxy.
34. (Original) A compound according to claim 1 wherein $R^{1.2}$ is hydrogen and R^1 and $R^{1.1}$ independently from each other are selected from the group consisting of hydrogen, halogen, cyano, $(\text{C}_1-\text{C}_6)\text{-alkyl}$, $\text{halogen}-(\text{C}_1-\text{C}_6)\text{-alkyl}$, $(\text{C}_1-\text{C}_6)\text{-alkoxy}$ or $\text{halogen}-(\text{C}_1-\text{C}_6)\text{-alkoxy}$.
35. (Original) A compound according to claim 34 wherein $R^{1.1}$ is hydrogen.

36. (Original) A compound according to claim 35 wherein R^1 is halogen, methyl, halogenmethyl, cyano, methoxy or halogen-methoxy.

37. (Original) A compound according to claim 36 wherein R^1 is halogen.

38. (Original) A compound according to claim 37 wherein R^1 is fluoro.

39. (Original) A compound according to claim 38, wherein R^1 is 3-fluoro or 4-fluoro.

40. (Original) A compound according to claim 37 wherein R^1 is chloro.

41. (Original) A compound according to claim 40 wherein R^1 is 3-chloro.

42. (Original) A compound according to claim 36 wherein R^1 is halogenmethyl.

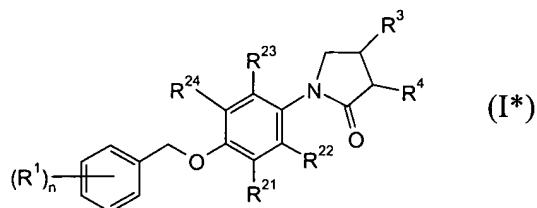
43. (Original) A compound according to claim 42 wherein R^1 is 3-trifluoromethyl or 4-trifluoromethyl.

44. (Original) A compound according to claim 36 wherein R^1 is CN.

45. (Original) A compound according to claim 36 wherein R^1 is methoxy.

46. (Original) A compound according to claim 45 wherein R^1 is 2-methoxy, 3-methoxy, or 4-methoxy.
47. (Original) A compound according to claim 36 wherein R^1 is halogenmethoxy.
48. (Original) A compound according to claim 47 wherein R^1 is 3-trifluoromethoxy.
49. (Original) A compound according to claim 34 wherein $R^{1.2}$ is hydrogen and R^1 and $R^{1.1}$ independently are each halogen or (C_1-C_6) -alkyl.
50. (Original) A compound according to claim 49 wherein $R^{1.2}$ is hydrogen, $R^{1.1}$ is halogen, and R^1 is halogen or (C_1-C_6) -alkyl.
51. (Original) A compound according to claim 1 wherein R^1 , $R^{1.1}$, and $R^{1.2}$ are halogen.
52. (Original) A compound according to claim 51 wherein R^1 , $R^{1.1}$, and $R^{1.2}$ are fluoro.
53. (Original) A compound according to claim 52 wherein R^1 , $R^{1.1}$, and $R^{1.2}$ are 2,4,6-trifluoro, 2,4,5-trifluoro, 2,3,6-trifluoro, 2,3,4-trifluoro, or 3,4,5-trifluoro.
54. (Original) A compound according to claim 1 wherein R^1 , $R^{1.1}$, and $R^{1.2}$ are hydrogen.

55. (Currently Amended) A compound of the formula I*



wherein

R^1 is halogen, halogen-(C₁-C₆)-alkyl, cyano, (C₁-C₆)-alkoxy or halogen-(C₁-C₆)-alkoxy;

R^{21} , R^{22} , R^{23} and R^{24} independently from each other are selected from the group consisting of hydrogen and halogen;

R^3 is hydrogen;

R^4 is $-\text{CONHR}^5$, $-\text{CH}_2\text{CN}$, $-\text{CN}$ or $-\text{NHR}^6$;

R^5 is hydrogen or C₁-C₃-alkyl;

R^6 is $-\text{CO}-(\text{C}_1-\text{C}_6)\text{-alkyl}$ or $-\text{SO}_2-(\text{C}_1-\text{C}_6)\text{-alkyl}$; and

n is 0, 1, 2 or 3;

or an individual isomer or racemic or non-racemic mixture thereof.

56. (Currently Amended) A compound according to claim 55 wherein R^3 is hydrogen, R^4 is CN, or CONHR^5 ~~or~~ CH_2CN .

57. (Original) A compound according to claim 55 wherein R^4 is CONHR^5 and R^5 is hydrogen or (C₁-C₃)-alkyl.

58. (Original) A compound according to claim 55 wherein R^4 is CN.

59. (Original) A compound according to claim 55 wherein R^4 is NHR^6 and R^6 is $-\text{CO}-(\text{C}_1-\text{C}_6)\text{-alkyl}$ or $-\text{SO}_2-(\text{C}_1-\text{C}_6)\text{-alkyl}$.

60. (Original) A compound according to claim 55 wherein R^3 is hydrogen, R^4 is NHR^6 and R^6 is $-\text{CO}-(\text{C}_1-\text{C}_6)\text{-alkyl}$ or $-\text{SO}_2-(\text{C}_1-\text{C}_6)\text{-alkyl}$.

61. (Original) A compound according to claim 55 wherein R^1 is halogen or halogen- $(\text{C}_1-\text{C}_6)\text{-alkyl}$.

62. (Original) A compound according to claim 61 wherein R^1 is fluoro, chloro, or trifluoromethyl.

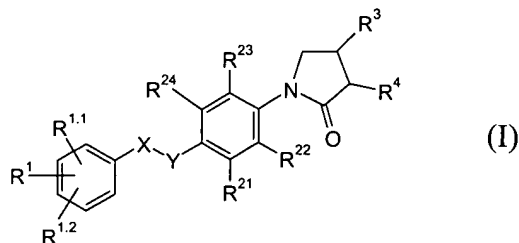
63. (Original) A compound according to claim 55 wherein n is 1 or 2.

64. (Original) A compound selected from the group consisting of
(RS)-1-(4-benzyloxy-phenyl)-2-oxo-pyrrolidine-3-carbonitrile,
(RS)-1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidine-3-carboxylic acid methylamide,
(RS)-1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidine-3-carboxylic acid amide,
(RS)-1-[4-(4-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidine-3-carboxylic acid amide,
(RS)-1-[4-(4-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidine-3-carboxylic acid methylamide,
(RS)-2-oxo-1-[4-(4-trifluoromethyl-benzyloxy)-phenyl]-pyrrolidine-3-carboxylic acid amide,
and
(RS)-2-oxo-1-[4-(4-trifluoromethyl-benzyloxy)-phenyl]-pyrrolidine-3-carboxylic acid methylamide.

65. (Original) A compound selected from the group consisting of
(S)-N-[1-(4-benzyloxy-phenyl)-2-oxo-pyrrolidin-3-yl]-acetamide,
(S)-N-[1-(4-benzyloxy-phenyl)-2-oxo-pyrrolidin-3-yl]-methanesulfonamide,
(S)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-acetamide,
(R)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-acetamide,
(R)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-methanesulfonamide,
(S)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-methanesulfonamide, and
(S)-{1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-carbamic acid methyl ester.

66. (Original) A compound selected from the group consisting of
(R)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-formamide,
(S)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-formamide,
(R)-{1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-urea,
(S)-{1-[4-(3-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-urea,
(S)-N-{1-(S)-[4-(4-fluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-acetamide,
(S)-N-{1-(S)-[4-(2,6-difluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-acetamide, and
(S)-N-{1-[4-(3,4-difluoro-benzyloxy)-phenyl]-2-oxo-pyrrolidin-3-yl}-acetamide.

67. (Original) A composition comprising a compound of formula I



wherein

X-Y is $-\text{CH}_2-\text{CH}_2-$, $-\text{CH}=\text{CH}-$ or $-\text{CH}_2-\text{O}-$;

R^1 , $R^{1.1}$ and $R^{1.2}$ independently from each other are selected from the group consisting of hydrogen, halogen, cyano, (C_1-C_6) -alkyl, halogen- (C_1-C_6) -alkyl, (C_1-C_6) -alkoxy or halogen- (C_1-C_6) -alkoxy;

R^{21} , R^{22} and R^{23} independently from each other are selected from the group consisting of hydrogen and halogen;

R^{24} is hydrogen, halogen or methyl;

R^3 is hydrogen;

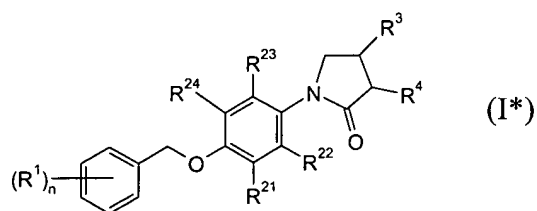
R^4 is $-\text{CONHR}^5$, $-\text{CN}$ or $-\text{NHR}^6$;

R^5 is hydrogen or (C_1-C_3) -alkyl; and

R^6 is $-\text{CO-H}$, $-\text{CO-}(C_1-C_6)$ -alkyl, $-\text{CO-halogen-}(C_1-C_3)$ -alkyl, $-\text{CO-O-}(C_1-C_3)$ -alkyl, $-\text{CO-NH}_2$ or $-\text{SO}_2-(C_1-C_6)$ -alkyl;

or an individual isomer or racemic or non-racemic mixture thereof, and a pharmaceutically acceptable carrier.

68. (Currently Amended) A composition comprising a compound of formula I*



wherein

R^1 is halogen, halogen- (C_1-C_6) -alkyl, cyano, (C_1-C_6) -alkoxy or halogen- (C_1-C_6) -alkoxy;

R^{21} , R^{22} , R^{23} and R^{24} independently from each other are selected from the group consisting of hydrogen and halogen;

R^3 is hydrogen;

R^4 is $-\text{CONHR}^5$, $-\text{CH}_2\text{CN}$, $-\text{CN}$ or $-\text{NHR}^6$;

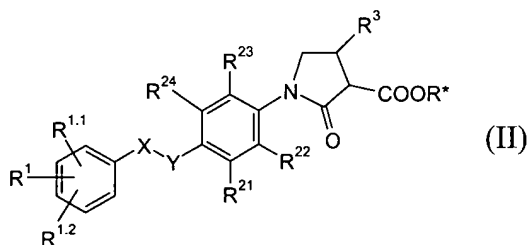
R^5 is hydrogen or C_1 - C_3 -alkyl;

R^6 is $-\text{CO}-(C_1-C_6)\text{-alkyl}$ or $-\text{SO}_2-(C_1-C_6)\text{-alkyl}$; and

n is 0, 1, 2 or 3;

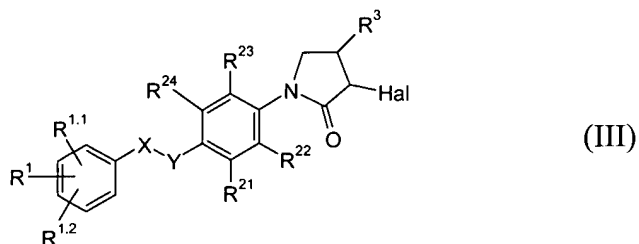
or an individual isomer or racemic or non-racemic mixture thereof, and a pharmaceutically acceptable carrier.

69. (Original) A process for the preparation of compounds of formula I according to claim 1 wherein R^4 is CONHR^5 comprising reacting a compound of formula II



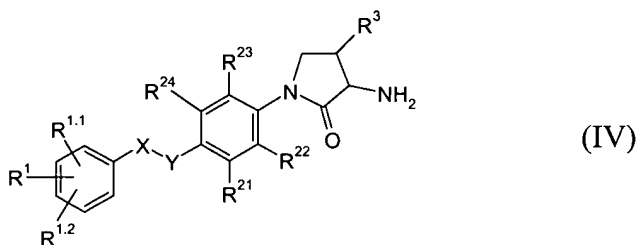
wherein R^1 , $R^{1.1}$, $R^{1.2}$, R^{21} , R^{22} , R^{23} , R^{24} , R^3 , X and Y have the meanings as defined in claim 1 and R^* is hydrogen or $(C_1-C_6)\text{-alkyl}$, with an amine of formula $\text{H}_2\text{N}-R^5$, wherein R^5 has the meaning in claim 1.

70. (Original) A process for the preparation of compounds of formula I according to claim 1 wherein R^4 is CN comprising reacting a compound of formula III



wherein R^1 , $R^{1.1}$, $R^{1.2}$, R^{21} , R^{22} , R^{23} , R^{24} , R^3 , X and Y have the meanings as defined in claim 1 and Hal is halogen, with a cyanide salt.

71. (Original) A process for the preparation of compounds of formula I according to claim 1 wherein R^4 is NHR^6 comprising reacting a compound of formula IV



wherein R^1 , $R^{1.1}$, $R^{1.2}$, R^{21} , R^{22} , R^{23} , R^{24} , R^3 , X and Y have the meanings as defined in claim 1, with an acyl donating agent of formula $Z-CO-H$, $Z-CO-(C_1-C_6)\text{-alkyl}$, $Z-CO\text{-halogen}\text{-}(C_1-C_3)\text{-alkyl}$, $Z-CO-O-(C_1-C_3)\text{-alkyl}$, or $Z-SO_2-(C_1-C_3)\text{-alkyl}$ wherein Z is an activating group.

72. (Original) A method for the treatment of Alzheimer's disease comprising administering to an individual a therapeutically effective amount of a compound of claim 1.

73. (Original) A method for the treatment of senile dementia comprising administering to an individual a therapeutically effective amount of a compound of claim 1.